

**LAKEVIEW AT UNIVERSITY CENTER  
COMPREHENSIVE SIGN PLAN**

**STATEMENT OF JUSTIFICATION**  
(Revised 2/13/09)



**INTRODUCTION**

MRP/TBG Associates LLC (the "Applicant") seeks to modify the 1972 Loudoun County Zoning Ordinance to allow a Comprehensive Sign Plan ("CSP") for Lakeview at University Center. More specifically, this application seeks to modify the Zoning Ordinance sign standards, which do not provide for the signage proposed for the Center. The parcel that is the subject of this application is governed by the Loudoun County 1972 Zoning Ordinance (the "Zoning Ordinance").

Lakeview at University Center lies in the northwestern quadrant of the intersection of Loudoun County Parkway and Route 7 and comprises two parcels of University Center (the "Property"). The Property totals approximately 55.72 acres and is more particularly identified as Tax Map 63 ((E19)), Parcels 1 through 5 (MCPI# 057-40-3382, 057-40-6876, 057-30-3550, 057-30-1571, 057-30-5522) and Tax Map 63 ((E20)), Parcels A and B (MCPI# 039-35-6244 and 039-35-4802).

The Property lies within the Broad Run election district and is zoned PD-RDP. Vehicular access to the Property will be provided from Loudoun County Parkway and George Washington Parkway. This application seeks to provide a CSP for the planned office, retail, personal service and hotel uses at the Property.

**PROPOSED COMPREHENSIVE SIGN PLAN**

Lakeview at University Center is planned as a high-quality mixed-use development. To reflect the quality of the buildings planned for the Property, the proposed CSP includes attractive and appropriate signage. However, in designing the CSP, the Applicant has not sought to create sign types or categories not already provided by the Zoning Ordinance, but has modified numbers of signs, sign locations and sign sizes for particular signs to allow appropriate signage not provided for by the Zoning Ordinance. A comparison of proposed signs with those permitted by the Zoning Ordinance is provided in a Comprehensive Sign Plan Matrix submitted as part of this application.

In compiling the CSP, the Applicant has developed signage for the Property that represents the needs of Lakeview at University Center. The CSP and Matrix set out a number of modifications to the Ordinance that will permit the use of a range of sign types within the Property, providing for development entrance, building identification, tenant and directional signage. The Applicant believes that the signs proposed by this application are appropriate to the Property and that the modifications to the Zoning Ordinance requested will significantly improve Lakeview at University Center. In view of the integrated mix of uses planned for the Property, the Applicant proposes a unified theme and coordinated style of signage.

The Applicant believes that the proposed CSP will more adequately identify places of business, services and facilities and more efficiently direct pedestrian and vehicular traffic than the signs permitted by the Ordinance. Furthermore, the Applicant has endeavored to create a sense of place in this proposed development. The CSP will help achieve this goal by providing a unified plan to control the style, color and materials of all signs at the Property – an important design and aesthetics consideration that is not addressed by the sign regulations of the Zoning Ordinance. For these reasons, the proposed CSP improves upon and exceeds the public purpose of the existing sign regulations.

#### **SUMMARY**

The proposed CSP includes a variety of signs that will provide for the identification of the Property, direction to its various buildings and identification of its tenants. All signs subject to the CSP are coordinated in style and materials. The proposed CSP will enhance the attractiveness of the community and will assist in the efficient and safe movement of vehicles and pedestrians.

This modification is requested under the provisions of the Loudoun County 1972 Zoning Ordinance that grant design flexibility to Planned Development districts. The proposed CSP is a unified and coordinated signage system that exceeds the public purpose of the standard signage regulations. The Applicant respectfully requests favorable consideration of the CSP by Staff, the Planning Commission and the Board of Supervisors.

## PLANNING COMMISSION ISSUES REGARDING COMPREHENSIVE SIGN PLANS

The following discussion is based on the guidelines adopted by the Planning Commission in March 1999 to assist in the evaluation of comprehensive sign plans.

Criterion 1: *Will the number, location and size of signs proposed adequately help people find what they need without difficulty or confusion: (Are the signs visible to the driving public and located and sized to enable the public to make turns in a timely manner? Identify the criteria used to make this assessment, such as sign industry standards, etc. Is the modification the least amount needed to meet this criteria?)*

The proposed CSP will accomplish this objective. The signs will be located to adequately help people find offices tenants without difficulty or confusion. Varying sizes of signs are designed to be noticed and read from vehicles to enable the public to make turns in a timely manner.

Criterion 2: *Will the proposed signage have an adverse impact on the visual character of an area or provide an overload of graphic messages or displays in the environment of Loudoun County?*

The proposed signs will be generally internal to the Property and the unified style will be an attractive addition to the area.

Criterion 3: *Does the proposed signage treat similar types of signs consistently?*

The proposed CSP is a unified and coordinated program that employs a common theme and treats similar types of signs consistently.

Criterion 4: *Are the proposed signs subordinate to the structures and land use functions they reference and are they accessory components of an overall composition of architectural elements?*

The proposed signs are subordinate to the uses and structures approved for the Property.

Criterion 5: *Does the proposed signage encourage the general attractiveness, historic quality, and unique character of Loudoun County, and protect property values?*

The proposed signage will be of a high quality and will not detrimentally affect surrounding properties.

Criterion 6: *Does the proposed signage represent a comprehensive sign plan that is coordinated/unified, in terms of design, lighting, materials, colors, landscaping, etc., that reflects unique character of the planned development?*

The proposed CSP is coordinated and complements the anticipated architectural theme of Lakeview at University Center.

Criterion 7: *Does the site have unusual characteristics such as topography, size, configuration and the like which would warrant a modification?*

Lakeview at University Center will accommodate a number of office, retail and personal service tenants and a hotel use in a number of individual buildings. The Zoning Ordinance does not provide for the signage required by the Property and its various anticipated tenants.

Criterion 8: *Is the proposed sign plan in conformance with the policies of the County's Comprehensive Plan?*

The proposed CSP supports the goals and policies of the County's Comprehensive Plan by: (i) providing attractive, coordinated and unified signage that enhances the community; and (ii) promoting safe and efficient movement and direction of vehicular and pedestrian traffic.

**Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.**

**REAFFIRMATION OF AFFIDAVIT**

In reference to the Affidavit dated 2/17/2009 for the Application of  
(enter date of affidavit)

MRP/TBG Associates, LLC

(enter name(s) of Applicant(s))

in Application Number(s): ZMOD 2008-0008

(enter Application number(s))

I Ben I. Wales, do hereby state that I am an

(check one) ☐ Applicant (must be listed in Paragraph B of the above-described affidavit)

☒ Applicant's Authorized Agent (must be listed in Paragraph B of the above-described affidavit)

and that to the best of my knowledge and belief, the following information is true:

(check one)

☐ I have reviewed the above-described affidavit, and the information contained therein is true and complete as of \_\_\_\_\_ (today's date); or

☒ I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

☐ Paragraph C-1

☒ Paragraph C-2

☐ Paragraph C-3

☐ Paragraph C-4(a)

☐ Paragraph C-4(b)

☐ Paragraph C-4(c)



WITNESS the following signature: Ben I. Wales

(check one) ☐ Applicant ☒ Applicant's Authorized Agent

Ben I. Wales

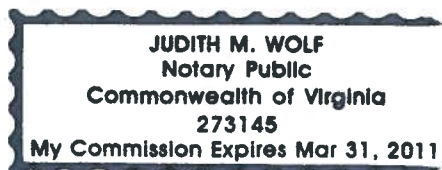
(Type or print first name, middle initial, last name and title of signee)

Subscribed and sworn to before me this 27th day of February, 2009  
in the State/Commonwealth of Virginia, County/City of Fairfax.

Judith M. Wolf  
Notary Public

My Commission expires: 3/31/2011

Revised October \_\_, 2008



ATTACHMENT 4

A-047

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I, Ben I. Wales, do hereby state that I am an

     Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZMOD 2008-0008

and that to the best of my knowledge and belief, the following information is true:

**C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS**

**1. REAL PARTIES IN INTEREST**

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application\* and if any of the forgoing is a **TRUSTEE\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i><b>PIN</b></i>	<i><b>NAME (First, M.I., Last)</b></i>	<i><b>ADDRESS (Street, City, State, Zip Code)</b></i>	<i><b>RELATIONSHIP (Listed in bold above)</b></i>
057-30-5522 057-30-3550 057-30-1571 057-40-6876 039-35-4802 039-35-6244	MRP/TBG Associates, LLC - James D. D'Agostino - Ryan K. Wade - Robert J. Murphy - Frederick J. Rothmeijer - Charles F. McGrath	1133 21 <sup>st</sup> Street, NW, Suite 720 Washington, DC 20036	Applicant/Owner
057-40-3382	Palmetto Hospitality of Sterling I	340 E Main Street, Ste 300, Spartanburg, SC 29302	Owner
	CMSS Architects, PC - R. Randall Vosbeck - Raul E. Maldonado	4505 Columbus Street, Suite 100 Virginia Beach, VA 25462	Agent

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Ben I. Wales, do hereby state that I am an  
\_\_\_\_ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZMOD 2008-0008

and that to the best of my knowledge and belief, the following information is true:

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<b>PIN</b>	<b>NAME (First, M.I., Last)</b>	<b>ADDRESS (Street, City, State, Zip Code)</b>	<b>RELATIONSHIP (Listed in bold above)</b>
	Cooley Godward Kronish LLP - Antonio J. Calabrese - Mark C. Looney - Colleen Gillis Snow - Jill D. Parks - Brian J. Winterhalter - Shane M. Murphy - Jeffrey A. Nein - Ben I. Wales - Molly M. Novotny	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Attorneys/Agents

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

\_\_\_\_ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.



## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MRP/TBG, LLC, 1133 21<sup>st</sup> Street, NW, Suite 720, Washington, DC 20036

### Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

       *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

       *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

       *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
TBG University Center, LLC	
MRP University Center, LLC	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

TBG University Center, LLC, 3455 Peachtree Road, Suite 700, Atlanta, GA 30326

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

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<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Brookdale Investors Five, L.P., Sole Member	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MRP University Center, LLC, 4504 Walsh Street, Suite 250, Chevy Chase, MD 20815

**Description of Corporation:**

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<b>SHAREHOLDER NAME</b> <i>(First, M.I., Last)</i>	<b>SHAREHOLDER NAME</b> <i>(First, M.I., Last)</i>
PREP University Center, LLC (Investor Member)	
MidAtlantic Realty Partners University Center, LLC (Managing Member)	

**Names of Officers and Directors:**

<b>NAME</b> <i>(First, M.I., Last)</i>	<b>Title</b> <i>(e.g. President, Treasurer)</i>

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

PREP University Center, LLC, 1600 Broadway, Suite 1450, Denver, CO 80202

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

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<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Parkwood Corporation	
Morton L. Mandel	
Jack N. Mandel	
Joseph C. Mandel	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

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Jack N. Mandel	
Joseph C. Mandel	

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

MidAtlantic Realty Partners University Center, LLC, 1133 21<sup>st</sup> Street, NW, Suite 720, Washington, DC 20036

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

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<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
JDC University Center, LLC (Non-managing Member)	
MidAtlantic Realty Partners, LLC	
MRP UC Partners, LLC (Non-managing Member)	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

JDC University Center, LLC, 8500 Leesburg Pike, Suite 403, Vienna, VA 22182

### Description of Corporation:

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### Names of Shareholders:

<i>SHAREHOLDER NAME</i> (First, M.I., Last)	<i>SHAREHOLDER NAME</i> (First, M.I., Last)
John H. Donegon	

### Names of Officers and Directors:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. President, Treasurer)

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<b>SHAREHOLDER NAME</b> (First, M.I., Last)	<b>SHAREHOLDER NAME</b> (First, M.I., Last)
Robert J. Murphy	
Frederick J. Rothmeijer	
J. Richard Saas	
Ryan K. Wade	

### Names of Officers and Directors:

<b>NAME</b> (First, M.I., Last)	<b>Title</b> (e.g. President, Treasurer)
Robert J. Murphy	Member
Frederick J. Rothmeijer	Member
J. Richard Saas	Member
Ryan K. Wade	Member

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.



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Frederick J. Rothmeijer	
J. Richard Saas	
Ryan K. Wade	
James D. D'Agostino	
Jonathan L. Lischke	

### Names of Officers and Directors:

<b>NAME</b> (First, M.I., Last)	<b>Title</b> (e.g. President, Treasurer)
Robert J. Murphy	Member
Frederick J. Rothmeijer	Member
J. Richard Saas	Member
Ryan K. Wade	Member
James D. D'Agostino	Member
Jonathan L. Lischke	Member

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**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Palmetto Hospitality of Sterling I, 340 E Main Street, Ste 300, Spartanburg, SC 29302

**Description of Corporation:**

X *There are 100 or fewer shareholders and all shareholders are listed below.*

       *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

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<i><b>SHAREHOLDER NAME</b></i> <i><b>(First, M.I., Last)</b></i>	<i><b>SHAREHOLDER NAME</b></i> <i><b>(First, M.I., Last)</b></i>
Palmetto Hospitality Fund II, LLC	

**Names of Officers and Directors:**

<i><b>NAME</b></i> <i><b>(First, M.I., Last)</b></i>	<i><b>Title</b></i> <i><b>(e.g. President, Treasurer)</b></i>

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The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Palmetto Hospitality Fund II, 340 E Main Street, Ste 300, Spartanburg, SC 29302

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
George Dean Johnson Jr. Revocable Trust Agreement	Rosemarie (nmi) Buntrock
George Dean Johnson, III ESA Trust	Dean L. Buntrock Grandchildren's Trust
Susan Presnell Johnson ESA Trust	Irrevocable Trust Agreement of Susan Phifer Johnson
Huizenga Investments, Limited Partnership	Cory W. Oaks III Revocable Trust Agreement
Dean L. Buntrock	Cobb Johnson, LLC
Charley Buntrock Zeches	Breedon Investments Company, LLC
Garrett (nmi) Scott	Clayton R. Buntrock

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>
(continued on next page)	

Check if applicable:

\_\_\_ There is additional Corporation Information. See Attachment to Paragraph C-2.

**2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Palmetto Hospitality Fund II, 340 E Main Street, Ste 300, Spartanburg, SC 29302 (continued)

**Description of Corporation:**

X *There are 100 or fewer shareholders and all shareholders are listed below.*

     *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

     *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

     *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

**Names of Shareholders:**

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Longbranch Investments, Inc.	
Myrtle Avenue Investments, LLC	
Randall (nmi) Chambers	
OTO /Palmetto Fund II Employee Participation Fund, LP	
Say Brook Investments, LLC	
Robert A. Brannon	

**Names of Officers and Directors:**

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

     There is additional Corporation Information. See Attachment to Paragraph C-2.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

George Dean Johnson Jr. Revocable Trust Agreement, 340 E Main Street, Ste 300, Spartanburg, SC 29302

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
George Dean Johnson, Jr.	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

\_\_\_ There is additional Corporation Information. See Attachment to Paragraph C-2.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

George Dean Johnson III ESA Trust, 340 E Main Street, Ste 300, Spartanburg, SC 29302

### Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

       *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

       *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

       *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
George Dean Johnson III	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

       There is additional Corporation Information. See Attachment to Paragraph C-2.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Susanna Presnell Johnson ESA Trust, 340 E Main Street, Ste 300, Spartanburg, SC 29302

### Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

       *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

       *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

       *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Susanna Presnell Johnson	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

       There is additional Corporation Information. See Attachment to Paragraph C-2.

## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

Huizenga Investments, Limited Partnership, 450 Los Olas Boulevard, Suite 1500, Ft. Lauderdale, FL 33301

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
H. Wayne Huizenga	
Huizanga Investments, Inc.	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>

Check if applicable:

\_\_\_ There is additional Corporation Information. See Attachment to Paragraph C-2.



## 2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

**Name and Address of Corporation:** (complete name, street address, city, state, zip code)

CMSS Architects, PC, 4505 Columbus Street, Suite 100, Virginia Beach, VA 25462

### Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

\_\_\_ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

\_\_\_ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

\_\_\_ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

### Names of Shareholders:

<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>	<b>SHAREHOLDER NAME</b> <b>(First, M.I., Last)</b>
Burrell F. Saunders	
John H. Crouse	

### Names of Officers and Directors:

<b>NAME</b> <b>(First, M.I., Last)</b>	<b>Title</b> <b>(e.g. President, Treasurer)</b>
Burrell F. Saunders	President
John H. Crouse	Secretary/Treasurer

Check if applicable:

\_\_\_ There is additional Corporation Information. See Attachment to Paragraph C-2.

### 3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

**Partnership name and address:** (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

**Names and titles of the Partners:**

<i><b>NAME</b></i> <i><b>(First, M.I., Last)</b></i>	<i><b>Title</b></i> <i><b>(e.g. General Partner, Limited Partner, etc)</b></i>
Gian-Michele a Marca	Partner
Jane K. Adams	Partner
Maureen P. Alger	Partner
Mazda K. Anita	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner

Check if applicable:

X Additional Partnership information attached. *See Attachment to Paragraph C-3.*

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
James A. Beldner	Partner
Keith J. Berets	Partner
Laura A. Berezin	Partner
Russell S. Berman	Partner
Laura Grossfield Birger	Partner
Elias J. Blawie	Partner
Barbara L. Borden	Partner
Jodie M. Bourdet	Partner
Wendy J. Brenner	Partner
Matthew J. Brigham	Partner
Robert J. Brigham	Partner
John P. Brockland	Partner
James P. Brogan	Partner
Nicole C. Brookshire	Partner
Matthew D. Brown	Partner
Alfred L. Browne, III	Partner
Matthew T. Browne	Partner
Robert T. Cahill	Partner
Antonio J. Calabrese	Partner
Linda F. Callison	Partner
Roel C. Campos	Partner
William Lesse Castleberry	Partner
Lynda K. Chandler	Partner
Dennis (nmi) Childs	Partner
Ethan E. Christensen	Partner
Richard E. Climan	Partner
Samuel S. Coates	Partner
Alan S. Cohen	Partner
Thomas A. Coll	Partner
Joseph W. Conroy	Partner
Jennifer B. Coplan	Partner
Carolyn L. Craig	Partner
John W. Crittenden	Partner
Janet L. Cullum	Partner
Nathan K. Cummings	Partner
John A. Dado	Partner
Craig E. Dauchy	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Wendy (nmi) Davis	Partner
Renee R. Deming	Partner
Darren K. DeStefano	Partner
Scott D. Devereaux	Partner
Jennifer Fonner DiNucci	Partner
James J. Donato	Partner
Michelle C. Doolin	Partner
John C. Dwyer	Partner
Erik S. Edwards	Partner
Robert L. Eisenbach, III	Partner
Sonya F. Erickson	Partner
Lester J. Fagen	Partner
Brent D. Fassett	Partner
David J. Fischer	Partner
M. Wainwright Fishburn, Jr.	Partner
M. Manuel Fishman	Partner
Keith A. Flaum	Partner
Daniel W. Frank	Partner
Richard H. Frank	Partner
William S. Freeman	Partner
Alison J. Freeman-Gleason	Partner
Steven L. Friedlander	Partner
Thomas J. Friel, Jr.	Partner
Koji F. Fukumura	Partner
James F. Fulton, Jr.	Partner
Philip J. Gall	Partner
William S. Galliani	Partner
Stephen D. Gardner	Partner
Jon E. Gavenman	Partner
John M. Geschke	Partner
Kathleen A. Goodhart	Partner
Lawrence C. Gottlieb	Partner
Shane L. Goudey	Partner
William E. Grauer	Partner
Jonathan G. Graves	Partner
Paul E. Gross	Partner
Kenneth L. Guernsey	Partner
Patrick P. Gunn	Partner

Check if applicable:

☒ Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Jeffrey M. Gutkin	Partner
Zvi (nmi) Hahn	Partner
John B. Hale	Partner
Andrew (nmi) Hartman	Partner
Bernard L. Hatcher	Partner
Matthew B. Hemington	Partner
Cathy Rae Hershcopf	Partner
John (nmi) Hession	Partner
Gordon K. Ho	Partner
Suzanne Sawochka Hooper	Partner
Mark M. Hrenya	Partner
Christopher R. Hutter	Partner
Jay R. Indyke	Partner
Craig D. Jacoby	Partner
Chrystal N. Jensen	Partner
Eric C. Jensen	Partner
Mark L. Johnson	Partner
Robert L. Jones	Partner
Barclay J. Kamb	Partner
Richard S. Kanowitz	Partner
Kimberley J. Kaplan-Gross	Partner
Jeffrey S. Karr	Partner
Scott L. Kaufman	Partner
Sally A. Kay	Partner
J. Michael Kelly	Partner
Kevin F. Kelly	Partner
Jason L. Kent	Partner
James C. Kitch	Partner
Michael J. Klisch	Partner
Michael H. Knight	Partner
Jason (nmi) Koral	Partner
Barbara A. Kosacz	Partner
Kenneth J. Krisko	Partner
John G. Lavoie	Partner
Robin J. Lee	Partner
Natasha V. Leskovsek	Partner
Shira Nadich Levin	Partner
Alan (nmi) Levine	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Michael S. Levinson	Partner
Elizabeth L. Lewis	Partner
Michael R. Lincoln	Partner
James C. T. Linfield	Partner
David A. Lipkin	Partner
Chet F. Lipton	Partner
Cliff Z. Liu	Partner
Samuel M. Livermore	Partner
Douglas P. Lobel	Partner
J. Patrick Loofbourrow	Partner
Mark C. Looney	Partner
Robert B. Lovett	Partner
Andrew P. Lustig	Partner
Michael X. Marinelli	Partner
John T. McKenna	Partner
Bonnie Weiss McLeod	Partner
Mark A. Medearis	Partner
Daniel P. Meehan	Partner
Beatriz (nmi) Mejia	Partner
Thomas C. Meyers	Partner
Erik B. Milch	Partner
Keith A. Miller	Partner
Robert H. Miller	Partner
Chadwick L. Mills	Partner
Brian E. Mitchell	Partner
Patrick J. Mitchell	Partner
Ann M. Mooney	Partner
Gary H. Moore	Partner
Timothy J. Moore	Partner
Webb B. Morrow, III	Partner
Kevin P. Mullen	Partner
Frederick T. Muto	Partner
Ryan (nmi) Naftulin	Partner
Stephen C. Neal	Partner
James E. Nesland	Partner
Alison (nmi) Newman	Partner
William H. O'Brien	Partner
Thomas D. O'Connor	Partner

Check if applicable:

☒ Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. General Partner, Limited Partner, etc)</i>
Ian (Nmi) O'Donnell	Partner
Vincent P. Pangrazio	Partner
Timothy G. Patterson	Partner
Amy E. Payne	Partner
Anne H. Peck	Partner
D. Bradley Peck	Partner
Susan Cooper Philpot	Partner
Benjamin D. Pierson	Partner
Frank V. Pietrantonio	Partner
Mark B. Pitchford	Partner
Michael L. Platt	Partner
Christian E. Plaza	Partner
Lori R.E. Ploeger	Partner
Thomas F. Poche	Partner
Anna B. Pope	Partner
Marya A. Postner	Partner
Steve M. Przesmicki	Partner
Seth A. Raffin	Partner
Frank F. Rahmani	Partner
Marc (nmi) Recht	Partner
Thomas Z. Reicher	Partner
Eric M. Reifschneider	Partner
Michael G. Rhodes	Partner
Michelle S. Rhyu	Partner
John W. Robertson	Partner
Julie M. Robinson	Partner
Ricardo (nmi) Rodriguez	Partner
Adam C. Rogoff	Partner
Jane (nmi) Ross	Partner
Richard S. Rothberg	Partner
Adam J. Ruttenberg	Partner
Adam (nmi) Salassi	Partner
Thomas R. Salley III	Partner
Richard S. Sanders	Partner
Glen Y. Sato	Partner
Martin S. Schenker	Partner
Joseph A. Scherer	Partner
Paul H. Schwartz	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. General Partner, Limited Partner, etc)</i>
Renee (nmi) Schwartz	Partner
William J. Schwartz	Partner
John H. Sellers	Partner
Brent B. Siler	Partner
Gregory A. Smith	Partner
Whitty (nmi) Somvichian	Partner
Mark D. Spoto	Partner
Wayne O. Stacy	Partner
Neal J. Stephens	Partner
Donald K. Stern	Partner
Michael D. Stern	Partner
Anthony M. Stiegler	Partner
Steven M. Strauss	Partner
Myron G. Sugarman	Partner
Christopher J. Sundermeier	Partner
Ronald R. Sussman	Partner
C. Scott Talbot	Partner
Mark P. Tanoury	Partner
Philip C. Tencer	Partner
Gregory C. Tenhoff	Partner
Michael E. Tenta	Partner
Timothy S. Teter	Partner
John H. Toole	Partner
Robert J. Tosti	Partner
Michael S. Tuscan	Partner
Edward Van Geison	Partner
Miguel J. Vega	Partner
Erich E. Veitenheimer, III	Partner
Aaron J. Velli	Partner
Robert R. Vieth	Partner
Lois K. Voelz	Partner
Craig A. Waldman	Partner
Kent M. Walker	Partner
David A. Walsh	Partner
David M. Warren	Partner
Mark B. Weeks	Partner
Steven K. Weinberg	Partner
Thomas S. Welk	Partner

Check if applicable:

☒ Additional Partnership information attached. See Attachment to Paragraph C-3.



<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Christopher A. Westover	Partner
Francis R. Wheeler	Partner
Brett D. White	Partner
Peter J. Willsey	Partner
Mark (nmi) Windfeld-Hansen	Partner
Nancy H. Wojtas	Partner
Jessica R. Wolff	Partner
Nan (nmi) Wu	Partner
Mavis L. Yee	Partner
Kevin J. Zimmer	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

### 3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

**Partnership name and address:** (complete name, street address, city, state, zip)

Brookdale Investors Five, L.P. c/o The Brookdale Group, 3455 Peachtree Road, Suite 700, Atlanta, GA 30326

X (check if applicable) The above-listed partnership has no limited partners.

**Names and titles of the Partners:**

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. General Partner, Limited Partner, etc)</i>
Brookdale Partners V, LLC, General Partner [owns less than 1% of MRP/TBG Associates LLC]	There are in excess of 20 limited partners of Brookdale Investors Five, L.P.; however, the only limited partners that own more than 1% of MRP/TBG Associates are the Yale University Endowment Fund, University of Michigan Endowment Fund, and the Duke University Endowment Fund. [These not-for-profit Endowment Funds are used for improvements to the universities and have no relation to MRP/TBG Associates LLC]
C. L. Davidson, III	
Fred H. Henritze	

Check if applicable:

    Additional Partnership information attached. See Attachment to Paragraph C-3.

#### 4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

**EXCEPT AS FOLLOWS: (If none, so state).**

None

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

**EXCEPT AS FOLLOWS: (If none, so state).**

None

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(c).*

**D. COMPLETENESS**

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

Ben I. Wales

check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Ben I. Wales

(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 27th day of February, 2009, in the State/Commonwealth of Virginia, in the County/City of Fairfax.

Judith M. Wolf

Notary Public

My Commission Expires: 3/31/2011

